

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Case No. 01-01139 (KG)

Chapter 11

Jointly Administered

**Re: Docket Nos. 32718 and 32736**

**REPLY OF HONEYWELL INTERNATIONAL INC.  
TO REORGANIZED DEBTORS' RESPONSE TO MOTION OF HONEYWELL  
INTERNATIONAL INC. FOR ACCESS TO RULE 2019 EXHIBITS**

Honeywell International Inc. ("Honeywell"), by and through its undersigned counsel, hereby submits this reply to the *Reorganized Debtors' Response to Motion of Honeywell International Inc. for Access to Rule 2019 Exhibits* [Docket No. 32736] (the "Response"), and respectfully states as follows:

1. The above-captioned reorganized debtors (the "Reorganized Debtors") do not oppose the relief requested by Honeywell in its Motions. Rather, the Reorganized Debtors contend that they should not be required to incur any costs in connection with producing the 2019 Exhibits to Honeywell or any other requesting party.
2. The 2019 Exhibits sought by Honeywell were previously prepared in redacted form, excluding the retention agreements (the "Redacted 2019 Exhibits"), by Karl Schieneman, as the Special Master appointed by this Court in these chapter 11 cases. *See* Order Establishing the Protocol for Production of 2019 Exhibits [Docket No. 30490].
3. Upon information and belief, the Clerk of the United States Bankruptcy Court for the Western District of North Carolina (the "W.D.N.C. Clerk") retained copies of the Redacted 2019 Exhibits on compact discs. Thus, it appears that no costs (other than potential duplication

costs payable to the W.D.N.C. Clerk) will be incurred in connection with producing the 2019 Exhibits to Honeywell or any other requesting party.

4. Honeywell will submit a revised proposed order that authorizes the W.D.N.C. Clerk to produce the Redacted 2019 Exhibits to Honeywell and provides that the Reorganized Debtors shall not bear any costs in connection with producing the 2019 Exhibits to Honeywell or any other requesting party.

5. Honeywell has conferred with the Reorganized Debtors and believes that this resolution is acceptable.

6. If for any reason the W.D.N.C. Clerk is unable to produce the Redacted 2019 Exhibits to Honeywell, Honeywell and the Reorganized Debtors reserve all rights with respect to the arguments raised in the Objection, including, without limitation, whether the Reorganized Debtors must bear the cost of producing the 2019 Exhibits to Honeywell or any other requesting party.

Dated: September 13, 2016  
Wilmington, Delaware

POLSINELLI PC

/s/ Justin Edelson

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